

CROWN CASTLE INTERNATIONAL CORP
 Form 3
 September 09, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|--|--|--|--|---|
| 1. Name and Address of Reporting Person * Kelley Philip M (Last) (First) (Middle) 1220 AUGUSTA DRIVE, SUITE 500 (Street) HOUSTON, TX 77057 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 09/01/2008 | 3. Issuer Name and Ticker or Trading Symbol CROWN CASTLE INTERNATIONAL CORP [CCI] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior VP, Corp Dev & Strategy | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$0.01 Par Value | 140,924 | D | À |
| Common Stock, \$0.01 Par Value | 242 ⁽¹⁾ | I | by 401(K) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|--------------|----------------------------------|------------------------|---|---|
| Stock Option (right to purchase Common Stock) | Â (2) | 02/01/2010 | Common Stock | 14,000 | \$ 31.875 | D | Â |
| Stock Option (right to purchase Common Stock) | Â (3) | 02/02/2010 | Common Stock | 7,500 | \$ 20.188 | D | Â |
| Stock Option (right to purchase Common Stock) | Â (4) | 03/08/2010 | Common Stock | 1,314 | \$ 39.75 | D | Â |
| Stock Option (right to purchase Common Stock) | Â (5) | 11/15/2010 | Common Stock | 5,014 | \$ 30.875 | D | Â |
| Stock Option (right to purchase Common Stock) | Â (6) | 12/20/2010 | Common Stock | 1,865 | \$ 23.375 | D | Â |
| Stock Option (right to purchase Common Stock) | Â (7) | 02/22/2011 | Common Stock | 20,000 | \$ 24.688 | D | Â |
| Stock Option (right to purchase Common Stock) | Â (8) | 09/25/2011 | Common Stock | 50,000 | \$ 8.7 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelley Philip M 1220 AUGUSTA DRIVE, SUITE 500 HOUSTON, TX 77057 | Â | Â | Â Senior VP, Corp Dev & Strategy | Â |

Signatures

/s/ Philip M. Kelley
09/09/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares previously acquired in transactions exempt under Rule 16b-3(c).
- (2) Vested 33 1/3% per year over three years with the first vesting on February 1, 2001.
- (3) Vested 33 1/3% per year over three years with the first vesting on February 2, 2001.
- (4) Vested one-third at time of grant March 8, 2000, with the remaining two-thirds vesting annually in an equal number over five years.
- (5) Vested one-third at time of grant November 15, 2000, with the remaining two-thirds vesting annually in an equal number over five years.
- (6) Vested one-third at time of grant December 20, 2000, with the remaining two-thirds vesting annually in an equal number over five years.
- (7) Vested 33 1/3% per year over three years with the first vesting on February 22, 2002.

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- (8) 100% vested immediately on September 25, 2005, following the Company's common stock closing at or above a target price of \$20.00 per share for 20 consecutive trading days.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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